

September 30, 2019

|   |  |
|---|--|
| <p><b>The Manager,<br/>Listing Department,<br/>BSE Limited,<br/>Phiroze Jeejeebhoy Tower, Dalal Street,<br/>Mumbai 400 001<br/>Tel No.: 22721233<br/>Fax No.: 22723719/22723121/22722037<br/>BSE Scrip Code: 540776</b></p> | <p><b>The Manager,<br/>Listing Department,<br/>The National Stock Exchange of India Ltd.,<br/>Exchange Plaza, 5 Floor, Plot C/1, G Block,<br/>Bandra - Kurla Complex, Bandra (E),<br/>Mumbai 400 051<br/>Tel No.: 2659 8235 Fax No.: 26598237<br/>NSE Symbol: SPAISA</b></p> |
|---|--|

Dear Sir/Madam,

**Sub:** Proceedings of the 12<sup>th</sup> Annual General Meeting of the Company held on September 30, 2019.

We wish to inform you that the 12<sup>th</sup> Annual General Meeting ("AGM") of the Shareholders of the Company was held on Monday, September 30, 2019, at 4.30 p.m., at Hall of Harmony, Nehru Center, Dr. Annie Besant Road, Worli, Mumbai – 400018.

In this regard, we hereby submit the following:

- a. Details of the voting results of the aforesaid AGM pursuant to the requirement of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on ordinary/ special resolutions specified in the AGM Notice dated April 16, 2019. The detailed voting results consolidating the results of e-voting with the results of voting through poll at the AGM is enclosed.

All the resolutions were passed with the requisite majority by the Shareholders. The details of votes cast by the shareholders are given in the Annexure. The same shall be treated as compliance with SEBI Circular No. CIR/CFD/CMD/8/2015 dated November 04, 2015.

- b. In term of the Rule 20(4) of the Companies (Management and Administration) Rules, 2014, as amended, the consolidated scrutinizer's Report on the remote E-voting and voting through Poll is enclosed herewith.

  


Spaisa Capital Limited

Corporate Identity Number: L67190MH2007PLC289249

Regd. Office: IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, MIDC, Thane Industrial Area, Wagle Estate, Thane – 400604

E-mail: support@5paisa.com • Website: www.5paisa.com



- c. Pursuant to Regulation 30 read with Para A of part A of schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the proceedings of the AGM of the Company.

Please take the same on records and acknowledge.

Thanking You,

Yours faithfully,

For **5paise Capital Limited**

**Roshan Dave**  
**Company Secretary**

Email ID: [csteam@5paise.com](mailto:csteam@5paise.com)

Encl: as above



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**5paise Capital Limited**

**Corporate Identity Number: L67190MH2007PLC289249**

Regd. Office: IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, MIDC, Thane Industrial Area, Wagle Estate, Thane – 400604

E-mail: [support@5paise.com](mailto:support@5paise.com) • Website: [www.5paise.com](http://www.5paise.com)

| Sr. No. | Description  | Particulars        |
|---------|--|--------------------|
| 1       | Date of AGM  | September 30, 2019 |
| 2       | Total no. of shareholders on record date<br>( September 23, 2019)            | 15,456             |
| 3       | No. of Shareholders present in the meeting either in person or through proxy |                    |
|         | Promoters and Promoter Group   | 7                  |
|         | Public   | 61                 |
|         | <b>Total</b>   |                    |
| 4       | No. of Shareholders attended the meeting through Video Conferencing          |                    |
|         | Promoters and Promoter Group   |                    |
|         | Public   | Not Applicable     |
|         | <b>Total</b>   |                    |

*(Signature)*



**Spaisa Capital Limited**

**Corporate Identity Number: L67190MH2007PLC289249**

Regd. Office: IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, MIDC, Thane Industrial Area, Wagle Estate, Thane – 400604

E-mail: support@5paise.com • Website: www.5paise.com

### 5Paisa Capital Limited

| Resolution Required : (Ordinary)  |                | 1 - To receive, consider and adopt :<br>(a) the audited standalone financial statement of the Company for the financial year ended March 31, 2019, together |                     |   |                          |                       |                                      |                                    |
|---|----------------|---|---------------------|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                | NO  |                     |   |                          |                       |                                      |                                    |
| Category  | Mode of Voting | No. of shares held  | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes -Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|   |                | [1]   | [2]                 | [3]=[2]/[1]*100                         | [4]                      | [5]                   | [6]=[4]/[2]*100                      | [7]=[5]/[2]*100                    |
| Promoter and Promoter Group   | E-Voting       | 8810698   | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Poll           |   | 8810698             | 100.0000                                | 8810698                  | 0                     | 100.0000                             | 0.0000                             |
|   | Postal Ballot  |   | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |   | <b>8810698</b>      | <b>100.0000</b>                         | <b>8810698</b>           | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 4671536   | 634283              | 13.5776                                 | 634283                   | 0                     | 100.0000                             | 0.0000                             |
|   | Poll           |   | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |   | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |   | <b>634283</b>       | <b>13.5776</b>                          | <b>634283</b>            | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Non Institutions   | E-Voting       | 11995434  | 6371159             | 53.1132                                 | 6371159                  | 0                     | 100.0000                             | 0.0000                             |
|   | Poll           |   | 1274894             | 10.6282                                 | 1274894                  | 0                     | 100.0000                             | 0.0000                             |
|   | Postal Ballot  |   | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |   | <b>7646053</b>      | <b>63.7414</b>                          | <b>7646053</b>           | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| <b>Total</b>  |                | <b>25477668</b>   | <b>17091034</b>     | <b>67.0824</b>                          | <b>17091034</b>          | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |

*(Handwritten Signature)*



## 5Paisa Capital Limited

| Resolution Required : (Ordinary)  |                | 2 - Re-appointment of Mr. Santosh Jayaram (DIN: 07955607) as Director who retires by rotation - Ordinary Resolution |                     |   |                          |                       |                                      |                                    |
|---|----------------|---|---------------------|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                | NO  |                     |   |                          |                       |                                      |                                    |
| Category  | Mode of Voting | No. of shares held  | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|   |                |   | [1]                 | [2]                                     | $[3]=\{[2]/[1]\} * 100$  | [4]                   | [5]                                  | $[6]=\{[4]/[2]\} * 100$            |
| Promoter and Promoter Group   | E-Voting       | 8810698   | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Poll           |   | 8810698             | 100.0000                                | 8810698                  | 0                     | 100.0000                             | 0.0000                             |
|   | Postal Ballot  |   | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |   | <b>8810698</b>      | <b>100.0000</b>                         | <b>8810698</b>           | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 4671536   | 655351              | 14.0286                                 | 655351                   | 0                     | 100.0000                             | 0.0000                             |
|   | Poll           |   | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |   | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |   | <b>655351</b>       | <b>14.0286</b>                          | <b>655351</b>            | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Non Institutions   | E-Voting       | 11995434  | 6371159             | 53.1132                                 | 6371159                  | 0                     | 100.0000                             | 0.0000                             |
|   | Poll           |   | 1274894             | 10.6282                                 | 1274894                  | 0                     | 100.0000                             | 0.0000                             |
|   | Postal Ballot  |   | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |   | <b>7646053</b>      | <b>63.7414</b>                          | <b>7646053</b>           | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| <b>Total</b>  |                | <b>25477668</b>   | <b>17112102</b>     | <b>67.1651</b>                          | <b>17112102</b>          | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |

*(Handwritten Signature)*



## 5Paisa Capital Limited

| Resolution Required : (Ordinary)  |                | 3 - Appointment of Mr. Sarbeswar Lenka (DIN: 07306325) as a Director- Ordinary Resolution |                     |   |                          |                       |                                      |                                    |
|---|----------------|---|---------------------|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                | NO  |                     |   |                          |                       |                                      |                                    |
| Category  | Mode of Voting | No. of shares held  | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|   |                | [1]   | [2]                 | [3]={[2]/[1]}*100                       | [4]                      | [5]                   | [6]={[4]/[2]}*100                    | [7]={[5]/[2]}*100                  |
| Promoter and Promoter Group   | E-Voting       | 8810698   | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Poll           |   | 8810698             | 100.0000                                | 8810698                  | 0                     | 100.0000                             | 0.0000                             |
|   | Postal Ballot  |   | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |   | <b>8810698</b>      | <b>100.0000</b>                         | <b>8810698</b>           | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 4671536   | 655351              | 14.0286                                 | 533292                   | 122059                | 81.3750                              | 18.6250                            |
|   | Poll           |   | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |   | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |   | <b>655351</b>       | <b>14.0286</b>                          | <b>533292</b>            | <b>122059</b>         | <b>81.3750</b>                       | <b>18.6250</b>                     |
| Public Non Institutions   | E-Voting       | 11995434  | 6371159             | 53.1132                                 | 6371159                  | 0                     | 100.0000                             | 0.0000                             |
|   | Poll           |   | 1274894             | 10.6282                                 | 1274894                  | 0                     | 100.0000                             | 0.0000                             |
|   | Postal Ballot  |   | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |   | <b>7646053</b>      | <b>63.7414</b>                          | <b>7646053</b>           | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| <b>Total</b>  |                | <b>25477668</b>   | <b>17112102</b>     | <b>67.1651</b>                          | <b>16990043</b>          | <b>122059</b>         | <b>99.2867</b>                       | <b>0.7133</b>                      |

*(Handwritten Signature)*



## SPaisa Capital Limited

| Resolution Required : (Ordinary)  |                | 4 - To approve increase in Authorised Share Capital and Alteration of Memorandum of Association of the Company |                     |   |                          |                       |                                      |                                    |
|---|----------------|--|---------------------|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                | NO   |                     |   |                          |                       |                                      |                                    |
| Category  | Mode of Voting | No. of shares held   | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|   |                | [1]  | [2]                 | $[3]=\frac{[2]}{[1]}*100$               | [4]                      | [5]                   | $[6]=\frac{[4]}{[2]}*100$            | $[7]=\frac{[5]}{[2]}*100$          |
| Promoter and Promoter Group   | E-Voting       | 8810698  | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Poll           |  | 8810698             | 100.0000                                | 8810698                  | 0                     | 100.0000                             | 0.0000                             |
|   | Postal Ballot  |  | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |  | <b>8810698</b>      | <b>100.0000</b>                         | <b>8810698</b>           | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 4671536  | 655351              | 14.0286                                 | 528506                   | 126845                | 80.6447                              | 19.3553                            |
|   | Poll           |  | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |  | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |  | <b>655351</b>       | <b>14.0286</b>                          | <b>528506</b>            | <b>126845</b>         | <b>80.6447</b>                       | <b>19.3553</b>                     |
| Public Non Institutions   | E-Voting       | 11995434   | 6371159             | 53.1132                                 | 6371159                  | 0                     | 100.0000                             | 0.0000                             |
|   | Poll           |  | 1274894             | 10.6282                                 | 1274894                  | 0                     | 100.0000                             | 0.0000                             |
|   | Postal Ballot  |  | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |  | <b>7646053</b>      | <b>63.7414</b>                          | <b>7646053</b>           | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| <b>Total</b>  |                | <b>25477668</b>  | <b>17112102</b>     | <b>67.1651</b>                          | <b>16985257</b>          | <b>126845</b>         | <b>99.2587</b>                       | <b>0.7413</b>                      |

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## 5Paisa Capital Limited

| Resolution Required : (Special)   |                | 5 - Approve for offer or invitation to subscribe to Non-Convertible Debentures on private placement basis |                     |   |                          |                       |                                      |                                    |
|---|----------------|---|---------------------|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                | NO  |                     |   |                          |                       |                                      |                                    |
| Category  | Mode of Voting | No. of shares held  | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|   |                |   |                     |   |                          |                       |                                      |                                    |
| Promoter and Promoter Group   | E-Voting       | 8810698   | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Poll           |   | 8810698             | 100.0000                                | 8810698                  | 0                     | 100.0000                             | 0.0000                             |
|   | Postal Ballot  |   | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |   | <b>8810698</b>      | <b>100.0000</b>                         | <b>8810698</b>           | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 4671536   | 655351              | 14.0286                                 | 655351                   | 0                     | 100.0000                             | 0.0000                             |
|   | Poll           |   | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |   | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |   | <b>655351</b>       | <b>14.0286</b>                          | <b>655351</b>            | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Non Institutions   | E-Voting       | 11995434  | 6371159             | 53.1132                                 | 6371159                  | 0                     | 100.0000                             | 0.0000                             |
|   | Poll           |   | 1274894             | 10.6282                                 | 1274894                  | 0                     | 100.0000                             | 0.0000                             |
|   | Postal Ballot  |   | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |   | <b>7646053</b>      | <b>63.7414</b>                          | <b>7646053</b>           | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| <b>Total</b>  |                | <b>25477668</b>   | <b>17112102</b>     | <b>67.1651</b>                          | <b>17112102</b>          | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |



*(Handwritten Signature)*



## SPaisa Capital Limited

Resolution Required : (Ordinary)

6 - To approve material related party transactions with IIFL Securities Limited

Whether promoter/ promoter group are interested in the agenda/resolution?

Yes

| Category                    | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|-----------------------------|----------------|--------------------|---------------------|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
|                             |                |                    |                     |   |                          |                       |                                      |                                    |
| Promoter and Promoter Group | E-Voting       | 8810698            | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | Poll           |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | Postal Ballot  |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | <b>Total</b>   |                    | <b>0</b>            | <b>0.0000</b>                           | <b>0</b>                 | <b>0</b>              | <b>0.0000</b>                        | <b>0.0000</b>                      |
| Public Institutions         | E-Voting       | 4671536            | 655351              | 14.0286                                 | 528506                   | 126845                | 80.6447                              | 19.3553                            |
|                             | Poll           |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | Postal Ballot  |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | <b>Total</b>   |                    | <b>655351</b>       | <b>14.0286</b>                          | <b>528506</b>            | <b>126845</b>         | <b>80.6447</b>                       | <b>19.3553</b>                     |
| Public Non Institutions     | E-Voting       | 11995434           | 1742                | 0.0145                                  | 1742                     | 0                     | 100.0000                             | 0.0000                             |
|                             | Poll           |                    | 1232823             | 10.2774                                 | 1232823                  | 0                     | 100.0000                             | 0.0000                             |
|                             | Postal Ballot  |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | <b>Total</b>   |                    | <b>1234565</b>      | <b>10.2920</b>                          | <b>1234565</b>           | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| <b>Total</b>                |                | <b>25477668</b>    | <b>1889916</b>      | <b>7.4179</b>                           | <b>1763071</b>           | <b>126845</b>         | <b>93.2883</b>                       | <b>6.7117</b>                      |



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## 5Paisa Capital Limited

Resolution Required : (Ordinary)

7 - To approve material related party transactions with IIFL Facilities Services Limited

Whether promoter/ promoter group are interested in the agenda/resolution?

YES

| Category                    | Mode of Voting | No. of shares held<br>[1] | No. of votes polled<br>[2] | % of Votes Polled on outstanding shares<br>[3]=([2]/[1])*100 | No. of Votes – in favour<br>[4] | No. of Votes –Against<br>[5] | % of Votes in favour on votes polled<br>[6]=([4]/[2])*100 | % of Votes against on votes polled<br>[7]=([5]/[2])*100 |
|-----------------------------|----------------|---------------------------|----------------------------|--|---------------------------------|------------------------------|---|---|
|                             |                |                           |                            |  |                                 |                              |   |   |
| Promoter and Promoter Group | E-Voting       | 8810698                   | 0                          | 0.0000   | 0                               | 0                            | 0.0000  | 0.0000  |
|                             | Poll           |                           | 0                          | 0.0000   | 0                               | 0                            | 0.0000  | 0.0000  |
|                             | Postal Ballot  |                           | 0                          | 0.0000   | 0                               | 0                            | 0.0000  | 0.0000  |
|                             | <b>Total</b>   |                           | <b>0</b>                   | <b>0.0000</b>  | <b>0</b>                        | <b>0</b>                     | <b>0.0000</b>   | <b>0.0000</b>   |
| Public Institutions         | E-Voting       | 4671536                   | 655351                     | 14.0286  | 528506                          | 126845                       | 80.6447   | 19.3553   |
|                             | Poll           |                           | 0                          | 0.0000   | 0                               | 0                            | 0.0000  | 0.0000  |
|                             | Postal Ballot  |                           | 0                          | 0.0000   | 0                               | 0                            | 0.0000  | 0.0000  |
|                             | <b>Total</b>   |                           | <b>655351</b>              | <b>14.0286</b>   | <b>528506</b>                   | <b>126845</b>                | <b>80.6447</b>  | <b>19.3553</b>  |
| Public Non Institutions     | E-Voting       | 11995434                  | 1742                       | 0.0145   | 1742                            | 0                            | 100.0000  | 0.0000  |
|                             | Poll           |                           | 1232823                    | 10.2774  | 1232823                         | 0                            | 100.0000  | 0.0000  |
|                             | Postal Ballot  |                           | 0                          | 0.0000   | 0                               | 0                            | 0.0000  | 0.0000  |
|                             | <b>Total</b>   |                           | <b>1234565</b>             | <b>10.2920</b>   | <b>1234565</b>                  | <b>0</b>                     | <b>100.0000</b>   | <b>0.0000</b>   |
| <b>Total</b>                |                | <b>25477668</b>           | <b>1889916</b>             | <b>7.4179</b>  | <b>1763071</b>                  | <b>126845</b>                | <b>93.2883</b>  | <b>6.7117</b>   |



*[Handwritten Signature]*

## 5Paisa Capital Limited

| Resolution Required : (Ordinary)  |                | 8 - To approve material related party transactions with IIFL Holdings Limited |                     |   |                          |                       |                                      |                                    |
|---|----------------|---|---------------------|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                | YES   |                     |   |                          |                       |                                      |                                    |
| Category  | Mode of Voting | No. of shares held<br>[1]   | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|   |                |   | [2]                 | [3]={[2]/[1]}*100                       | [4]                      | [5]                   | [6]={[4]/[2]}*100                    | [7]={[5]/[2]}*100                  |
| Promoter and Promoter Group   | E-Voting       | 8810698   | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Poll           |   | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |   | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |   | <b>0</b>            | <b>0.0000</b>                           | <b>0</b>                 | <b>0</b>              | <b>0.0000</b>                        | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 4671536   | 655351              | 14.0286                                 | 528506                   | 126845                | 80.6447                              | 19.3553                            |
|   | Poll           |   | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |   | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |   | <b>655351</b>       | <b>14.0286</b>                          | <b>528506</b>            | <b>126845</b>         | <b>80.6447</b>                       | <b>19.3553</b>                     |
| Public Non Institutions   | E-Voting       | 11995434  | 1742                | 0.0145                                  | 1742                     | 0                     | 100.0000                             | 0.0000                             |
|   | Poll           |   | 1232823             | 10.2774                                 | 1232823                  | 0                     | 100.0000                             | 0.0000                             |
|   | Postal Ballot  |   | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |   | <b>1234565</b>      | <b>10.2920</b>                          | <b>1234565</b>           | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| <b>Total</b>  |                | <b>25477668</b>   | <b>1889916</b>      | <b>7.4179</b>                           | <b>1763071</b>           | <b>126845</b>         | <b>93.2883</b>                       | <b>6.7117</b>                      |



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## 5Paisa Capital Limited

| Resolution Required : (Ordinary)  |                | 9 - To approve material related party transactions with India Infoline Finance Limited |                     |   |                          |                       |                                      |                                    |
|---|----------------|--|---------------------|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                | YES  |                     |   |                          |                       |                                      |                                    |
| Category  | Mode of Voting | No. of shares held<br>[1]  | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|   |                |  | [2]                 | $[3]=\frac{[2]}{[1]}*100$               | [4]                      | [5]                   | $[6]=\frac{[4]}{[2]}*100$            | $[7]=\frac{[5]}{[2]}*100$          |
| Promoter and Promoter Group   | E-Voting       | 8810698  | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Poll           |  | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |  | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |  | <b>0</b>            | <b>0.0000</b>                           | <b>0</b>                 | <b>0</b>              | <b>0.0000</b>                        | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 4671536  | 655351              | 14.0286                                 | 528506                   | 126845                | 80.6447                              | 19.3553                            |
|   | Poll           |  | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | Postal Ballot  |  | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |  | <b>655351</b>       | <b>14.0286</b>                          | <b>528506</b>            | <b>126845</b>         | <b>80.6447</b>                       | <b>19.3553</b>                     |
| Public Non Institutions   | E-Voting       | 11995434   | 1742                | 0.0145                                  | 1742                     | 0                     | 100.0000                             | 0.0000                             |
|   | Poll           |  | 1232823             | 10.2774                                 | 1232823                  | 0                     | 100.0000                             | 0.0000                             |
|   | Postal Ballot  |  | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |  | <b>1234565</b>      | <b>10.2920</b>                          | <b>1234565</b>           | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| <b>Total</b>  |                | <b>25477668</b>  | <b>1889916</b>      | <b>7.4179</b>                           | <b>1763071</b>           | <b>126845</b>         | <b>93.2883</b>                       | <b>6.7117</b>                      |

*(Handwritten Signature)*



**SPaisa Capital Limited**

Resolution Required : (Ordinary)

10 - To approve material related party transactions with IIFL Management Services Limited

Whether promoter/ promoter group are interested in the agenda/resolution?

YES

| Category                    | Mode of Voting | No. of shares held<br>[1] | No. of votes polled<br>[2] | % of Votes Polled on outstanding shares<br>[3]={{[2]/[1]}}*100 | No. of Votes – in favour<br>[4] | No. of Votes –Against<br>[5] | % of Votes in favour on votes polled<br>[6]={{[4]/[2]}}*100 | % of Votes against on votes polled<br>[7]={{[5]/[2]}}*100 |
|-----------------------------|----------------|---------------------------|----------------------------|--|---------------------------------|------------------------------|---|---|
|                             |                |                           |                            |  |                                 |                              |   |   |
| Promoter and Promoter Group | E-Voting       | 8810698                   | 0                          | 0.0000   | 0                               | 0                            | 0.0000  | 0.0000  |
|                             | Poll           |                           | 0                          | 0.0000   | 0                               | 0                            | 0.0000  | 0.0000  |
|                             | Postal Ballot  |                           | 0                          | 0.0000   | 0                               | 0                            | 0.0000  | 0.0000  |
|                             | <b>Total</b>   |                           | <b>0</b>                   | <b>0.0000</b>  | <b>0</b>                        | <b>0</b>                     | <b>0.0000</b>   | <b>0.0000</b>   |
| Public Institutions         | E-Voting       | 4671536                   | 655351                     | 14.0286  | 528506                          | 126845                       | 80.6447   | 19.3553   |
|                             | Poll           |                           | 0                          | 0.0000   | 0                               | 0                            | 0.0000  | 0.0000  |
|                             | Postal Ballot  |                           | 0                          | 0.0000   | 0                               | 0                            | 0.0000  | 0.0000  |
|                             | <b>Total</b>   |                           | <b>655351</b>              | <b>14.0286</b>   | <b>528506</b>                   | <b>126845</b>                | <b>80.6447</b>  | <b>19.3553</b>  |
| Public Non Institutions     | E-Voting       | 11995434                  | 1742                       | 0.0145   | 1742                            | 0                            | 100.0000  | 0.0000  |
|                             | Poll           |                           | 1232823                    | 10.2774  | 1232823                         | 0                            | 100.0000  | 0.0000  |
|                             | Postal Ballot  |                           | 0                          | 0.0000   | 0                               | 0                            | 0.0000  | 0.0000  |
|                             | <b>Total</b>   |                           | <b>1234565</b>             | <b>10.2920</b>   | <b>1234565</b>                  | <b>0</b>                     | <b>100.0000</b>   | <b>0.0000</b>   |
| <b>Total</b>                |                | <b>25477668</b>           | <b>1889916</b>             | <b>7.4179</b>  | <b>1763071</b>                  | <b>126845</b>                | <b>93.2883</b>  | <b>6.7117</b>   |



## 5Paisa Capital Limited

Resolution Required : (Ordinary)

11 - To approve material related party transactions with IIFL Home Finance Limited

Whether promoter/ promoter group are interested in the agenda/resolution?

YES

| Category                    | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|-----------------------------|----------------|--------------------|---------------------|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
|                             |                |                    | [1]                 | [2]                                     | $[3]=\{[2]/[1]\} * 100$  | [4]                   | [5]                                  | $[6]=\{[4]/[2]\} * 100$            |
| Promoter and Promoter Group | E-Voting       | 8810698            | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | Poll           |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | Postal Ballot  |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | <b>Total</b>   |                    | <b>0</b>            | <b>0.0000</b>                           | <b>0</b>                 | <b>0</b>              | <b>0.0000</b>                        | <b>0.0000</b>                      |
| Public Institutions         | E-Voting       | 4671536            | 655351              | 14.0286                                 | 528506                   | 126845                | 80.6447                              | 19.3553                            |
|                             | Poll           |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | Postal Ballot  |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | <b>Total</b>   |                    | <b>655351</b>       | <b>14.0286</b>                          | <b>528506</b>            | <b>126845</b>         | <b>80.6447</b>                       | <b>19.3553</b>                     |
| Public Non Institutions     | E-Voting       | 11995434           | 1742                | 0.0145                                  | 1742                     | 0                     | 100.0000                             | 0.0000                             |
|                             | Poll           |                    | 1232823             | 10.2774                                 | 1232823                  | 0                     | 100.0000                             | 0.0000                             |
|                             | Postal Ballot  |                    | 0                   | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                             | <b>Total</b>   |                    | <b>1234565</b>      | <b>10.2920</b>                          | <b>1234565</b>           | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| <b>Total</b>                |                | <b>25477668</b>    | <b>1889916</b>      | <b>7.4179</b>                           | <b>1763071</b>           | <b>126845</b>         | <b>93.2883</b>                       | <b>6.7117</b>                      |



# NILESH SHAH & ASSOCIATES

## Company Secretaries

Ref.: \_\_\_\_\_

### Form No. MGT-13

### Consolidated Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,  
**The Chairman of  
12<sup>th</sup> Annual General Meeting of  
Shareholders of Spaisa Capital Limited**  
Held on Monday, 30<sup>th</sup> September, 2019 at Hall of Harmony,  
Nehru Centre, Dr. Annie Besant Road, Worli,  
Mumbai - 400 018

Sir,

We, Nilesh Shah & Associates, Practicing Company Secretaries, represented by Mr. Nilesh Shah, (Membership No. FCS - 4554) were appointed as the Scrutinizer for the purpose of the poll taken on the resolutions (including remote e-voting) as per the Annexure attached at the Twelfth Annual General Meeting of the Equity Shareholders of Spaisa Capital Limited held on Monday, September 30, 2019 at 4:30 P. M. at Hall of Harmony, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018. I hereby submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, facility to casting vote through electronic means (Insta Voting) was provided by the Company in facilitation with the Registrar and Transfer Agent in my presence.
2. The process of voting through electronic means i.e. poll (through Insta Vote Tab Voting) was carried out in my presence along with presence of two witnesses viz. Mr. Gaurav Naik and Mr. Siddharth Mota, both are not in employment of the company and the summary of voting were reconciled with the records maintained by the Company / Registrars and Transfer Agents of the Company and the authorizations / Proxies lodged with the Company.
3. The poll (through Insta Vote Tab Voting) which were casted incomplete and/or which were otherwise found defective have been treated as invalid.
4. The result of the poll i.e. voting through electronic means at the Annual General Meeting (including voting through remote e-voting) is as per annexure attached herewith.
5. The list of equity shareholders who voted 'for' or 'against' and those who abstained from voting for each resolution is enclosed.



211-B (Back Side) 2nd Floor, Building No. 1, Sona Udyog, Parsi Panchayat Road, Extn. of Old Nagardas Road, Andheri (East), Mumbai - 400 069. Tel.: 2820 7824 / 2820 3582 E-mail: nilesh@ngshah.com

304-A, Poonam Sagar, Poonam Nagar, Off. Mahakali Caves Road, Andheri (East), Mumbai - 400 093  
Tel.: 2836 3419 Email: ngshah.cs@gmail.com

# NILESH SHAH & ASSOCIATES

Company Secretaries

Ref.: \_\_\_\_\_

6. The relevant records were sealed and handed over to the Representative of the Company for keeping under safe custody.

**Note:** Shareholders had been provided the facility of Remote E-voting also. This report contains the result of consolidated voting [i.e. Remote E-voting and through Poll (through Insta Vote Tab Voting) at AGM] casted by the shareholders.

**Recommendation:**

All the resolutions having secured requisite majority of votes, may be considered to have been passed. The Chairman may accordingly declare the result of voting.

Thanking you,

Yours truly,

**For Nilesh Shah & Associates  
Practicing Company Secretaries**

  
30/09/2019



**Nilesh Shah**  
Partner  
Membership No. FCS 4554  
CP No. 2631  
UDIN: F004554A000019316

**Place: Mumbai**

**Date: 30/09/2019**



**Annexure to the Scrutinizer's Report**

**Result of Voting (through remote e-voting and through electronic means at AGM / Poll):**

| Sr. No. | Reso. No. /Item No. | Heading of Resolution   | Type of Resolution  | Type of Voting                              | Voting in Favour (Assent) |                   |                  | Voted Against (Dissent) |                   |                  | Abstain/Invalid       |                   |
|---------|---------------------|---|---------------------|---|---------------------------|-------------------|------------------|-------------------------|-------------------|------------------|-----------------------|-------------------|
|         |                     |   |                     |   | No. of Members Voting     | No. of Votes Cast | % of valid votes | No. of Members Voting   | No. of Votes Cast | % of valid votes | No. of Members Voting | No. of Votes Cast |
| 1       | 1 (a)               | To consider and adopt: the audited standalone financial statement(s) of the Company for the financial year ended on March 31, 2019, together with the reports of the Board of Directors and Auditors thereon; and | Ordinary Resolution | Remote E-Voting                             | 21                        | 7005442           | 100              | 0                       | 0                 | 0                | 2                     | 422965            |
|         |                     |   |                     | Voting at AGM through Electronic means/Poll | 61                        | 10085592          | 100              | 0                       | 0                 | 0                | 0                     | 0                 |
|         | 1 (b)               | the audited consolidated financial statement of the Company for the financial year ended March 31, 2019, together with the Auditors reports thereon.  | <b>Total</b>        | <b>82</b>                                   | <b>17091034</b>           | <b>100</b>        | <b>0</b>         | <b>0</b>                | <b>0</b>          | <b>2</b>         | <b>422965</b>         |                   |
| 2       | 2                   | To re-appoint Mr. Santosh Jayaram (DIN: 07955607) as Director who retires by rotation   | Ordinary Resolution | Remote E-Voting                             | 22                        | 7026510           | 100              | 0                       | 0                 | 0                | 1                     | 401897            |
|         |                     |   |                     | Voting at AGM through Electronic means/Poll | 61                        | 10085592          | 100              | 0                       | 0                 | 0                | 0                     | 0                 |
|         |                     |   |                     | <b>Total</b>                                | <b>83</b>                 | <b>17112102</b>   | <b>100</b>       | <b>0</b>                | <b>0</b>          | <b>0</b>         | <b>1</b>              | <b>401897</b>     |



| Sr. No. | Reso. No./Item No. | Heading of Resolution  | Type of Resolution  | Type of Voting                              | Voting in Favour (Assent) |                   |                  | Voted Against (Dissent) |                   |                  | Abstain/Invalid       |                   |
|---------|--------------------|--|---------------------|---|---------------------------|-------------------|------------------|-------------------------|-------------------|------------------|-----------------------|-------------------|
|         |                    |  |                     |   | No. of Members Voting     | No. of Votes Cast | % of valid votes | No. of Members Voting   | No. of Votes Cast | % of valid votes | No. of Members Voting | No. of Votes Cast |
| 3       | 3                  | To appoint Mr. Sarbeswar Lenka (DIN: 07306325) as a Director   | Ordinary Resolution | Remote E-Voting                             | 15                        | 6904451           | 98.26            | 7                       | 122059            | 1.74             | 1                     | 401897            |
|         |                    |  |                     | Voting at AGM through Electronic means/Poll | 61                        | 10085592          | 100              | 0                       | 0                 | 0                | 0                     | 0                 |
|         |                    |  |                     | <b>Total</b>                                | <b>76</b>                 | <b>16990043</b>   | <b>99.29</b>     | <b>7</b>                | <b>122059</b>     | <b>0.71</b>      | <b>1</b>              | <b>401897</b>     |
| 4       | 4                  | To approve increase in Authorised Share Capital and Alteration of Memorandum of Association of the Company | Ordinary Resolution | Remote E-Voting                             | 14                        | 6899665           | 98.19            | 8                       | 126845            | 1.81             | 1                     | 401897            |
|         |                    |  |                     | Voting at AGM through Electronic means/Poll | 61                        | 10085592          | 100              | 0                       | 0                 | 0                | 0                     | 0                 |
|         |                    |  |                     | <b>Total</b>                                | <b>75</b>                 | <b>16985257</b>   | <b>99.26</b>     | <b>8</b>                | <b>126854</b>     | <b>0.74</b>      | <b>5</b>              | <b>519519</b>     |
| 5       | 5                  | To approve offer or invitation to subscribe to Non-Convertible Debentures on private placement basis       | Special Resolution  | Remote E-Voting                             | 22                        | 7026510           | 100              | 0                       | 0                 | 0                | 1                     | 401897            |
|         |                    |  |                     | Voting at AGM through Electronic means/Poll | 61                        | 10085592          | 100              | 0                       | 0                 | 0                | 0                     | 0                 |
|         |                    |  |                     | <b>Total</b>                                | <b>83</b>                 | <b>17112102</b>   | <b>100</b>       | <b>0</b>                | <b>0</b>          | <b>0</b>         | <b>1</b>              | <b>401897</b>     |



| Sr. No. | Reso. No./Item No. | Heading of Resolution  | Type of Resolution  | Type of Voting                              | Voting in Favour (Assent) |                   |                  | Voted Against (Dissent) |                   |                  | Abstain/Invalid       |                   |
|---------|--------------------|--|---------------------|---|---------------------------|-------------------|------------------|-------------------------|-------------------|------------------|-----------------------|-------------------|
|         |                    |  |                     |   | No. of Members Voting     | No. of Votes Cast | % of valid votes | No. of Members Voting   | No. of Votes Cast | % of valid votes | No. of Members Voting | No. of Votes Cast |
| 6       | 6                  | To approve material related party transactions with IIFL Securities Limited          | Ordinary Resolution | Remote E-Voting                             | 13                        | 530248            | 80.69            | 8                       | 126845            | 19.31            | 1                     | 6771314           |
|         |                    |  |                     | Voting at AGM through Electronic means/Poll | 47                        | 1232823           | 100              | 0                       | 0                 | 0                | 14                    | 8852769           |
|         |                    |  |                     | <b>Total</b>                                | <b>60</b>                 | <b>1763071</b>    | <b>93.29</b>     | <b>8</b>                | <b>126845</b>     | <b>6.71</b>      | <b>15</b>             | <b>15624083</b>   |
| 7       | 7                  | To approve material related party transactions with IIFL Facilities Services Limited | Ordinary Resolution | Remote E-Voting                             | 13                        | 530248            | 80.69            | 8                       | 126845            | 19.31            | 1                     | 6771314           |
|         |                    |  |                     | Voting at AGM through Electronic means/Poll | 47                        | 1232823           | 100              | 0                       | 0                 | 0                | 14                    | 8852769           |
|         |                    |  |                     | <b>Total</b>                                | <b>60</b>                 | <b>1763071</b>    | <b>93.29</b>     | <b>8</b>                | <b>126845</b>     | <b>6.71</b>      | <b>15</b>             | <b>15624083</b>   |



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30/09/2019

| Sr. No. | Reso. No./Item No. | Heading of Resolution  | Type of Resolution  | Type of Voting                              | Voting in Favour (Assent) |                   |                  | Voted Against (Dissent) |                   |                  | Abstain/Invalid       |                   |
|---------|--------------------|--|---------------------|---|---------------------------|-------------------|------------------|-------------------------|-------------------|------------------|-----------------------|-------------------|
|         |                    |  |                     |   | No. of Members Voting     | No. of Votes Cast | % of valid votes | No. of Members Voting   | No. of Votes Cast | % of valid votes | No. of Members Voting | No. of Votes Cast |
| 8       | 8                  | To approve material related party transactions with IIFL Holdings Limited            | Ordinary Resolution | Remote E-Voting                             | 13                        | 530248            | 80.69            | 8                       | 126845            | 19.31            | 1                     | 6771314           |
|         |                    |  |                     | Voting at AGM through Electronic means/Poll | 47                        | 1232823           | 100              | 0                       | 0                 | 0                | 14                    | 8852769           |
|         |                    |  |                     | <b>Total</b>                                | <b>60</b>                 | <b>1763071</b>    | <b>93.29</b>     | <b>8</b>                | <b>126845</b>     | <b>6.71</b>      | <b>15</b>             | <b>15624083</b>   |
| 9       | 9                  | To approve material related party transactions with India Infoline Finance Limited   | Ordinary Resolution | Remote E-Voting                             | 13                        | 530248            | 80.69            | 8                       | 126845            | 19.31            | 1                     | 6771314           |
|         |                    |  |                     | Voting at AGM through Electronic means/Poll | 47                        | 1232823           | 100              | 0                       | 0                 | 0                | 14                    | 8852769           |
|         |                    |  |                     | <b>Total</b>                                | <b>60</b>                 | <b>1763071</b>    | <b>93.29</b>     | <b>8</b>                | <b>126845</b>     | <b>6.71</b>      | <b>15</b>             | <b>15624083</b>   |
| 10      | 10                 | To approve material related party transactions with IIFL Management Services Limited | Ordinary Resolution | Remote E-Voting                             | 13                        | 530248            | 80.69            | 8                       | 126845            | 19.31            | 1                     | 6771314           |
|         |                    |  |                     | Voting at AGM through Electronic means/Poll | 47                        | 1232823           | 100              | 0                       | 0                 | 0                | 14                    | 8852769           |
|         |                    |  |                     | <b>Total</b>                                | <b>60</b>                 | <b>1763071</b>    | <b>93.29</b>     | <b>8</b>                | <b>126845</b>     | <b>6.71</b>      | <b>15</b>             | <b>15624083</b>   |



| Sr. No. | Reso. No. /Item No. | Heading of Resolution   | Type of Resolution  | Type of Voting                              | Voting in Favour (Assent) |                   |                  | Voted Against (Dissent) |                   |                  | Abstain/Invalid       |                   |
|---------|---------------------|---|---------------------|---|---------------------------|-------------------|------------------|-------------------------|-------------------|------------------|-----------------------|-------------------|
|         |                     |   |                     |   | No. of Members Voting     | No. of Votes Cast | % of valid votes | No. of Members Voting   | No. of Votes Cast | % of valid votes | No. of Members Voting | No. of Votes Cast |
| 11      | 11                  | To approve material related party transactions with IIFL Home Finance Limited | Ordinary Resolution | Remote E-Voting                             | 13                        | 530248            | 80.69            | 8                       | 126845            | 19.31            | 1                     | 6771314           |
|         |                     |   |                     | Voting at AGM through Electronic means/Poll | 47                        | 1232823           | 100              | 0                       | 0                 | 0                | 14                    | 8852769           |
|         |                     |   |                     | <b>Total</b>                                | <b>60</b>                 | <b>1763071</b>    | <b>93.29</b>     | <b>8</b>                | <b>126845</b>     | <b>6.71</b>      | <b>15</b>             | <b>15624083</b>   |





**Summary of the proceedings of the 12<sup>th</sup> Annual General Meeting of Spaisa Capital Limited held on September 30, 2019**

**Venue:** Hall of Harmony, Nehru Center, Dr. Annie Besant Road, Worli, Mumbai – 400018

**Time:** 4.30 p.m.

The Company Secretary welcomed all the Shareholders present. He informed that all the directors of the Company, representative of Statutory Auditor and Secretarial Auditor were present. He further informed the Shareholders about the proxies received by the Company and availability of statutory registers for inspection.

The requisite quorum being present, the Company Secretary requested the Chairman of the Board to take the chair.

The Chairman welcomed the Shareholders. On the request of the Chairman, Mr. Prakarsh Gagdani - Whole Time Director and Chief Executive Officer, introduced the Director sitting on the dais.

With the permission of the Shareholders, the Chairman took the notice as read.

The Chairman informed that the Statutory Auditors' Report does not have any qualifications, observations or comments on financial transactions or matters which have any adverse effect on the functioning of the Company.

The Chairman then informed the members present that the Company, in accordance with the Companies Act, 2013 & SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, had provided facility to all the members as on Monday, September 23, 2019 ("the Cut-off Date") to exercise their votes on the items of business given in the Notice through remote electronic voting system provided by the Central Depository Services (India) Limited. The remote e-voting period opened on Wednesday, September 25, 2019 at 9.00 A.M. (IST) and concluded on Sunday, September 29, 2019 at 5.00 P.M. (IST). The Chairman enlightened the Shareholders the availability of voting by poll through electronic means at the AGM for those present in the meeting and who have not cast their votes through e-voting. The Chairman proceeded towards the agenda items as per the notice and then invited members for clarifications or observations with respect to agenda items. The Chairman and the Executive Directors gave the reply on the basis of queries and enquiries raised by the Members.

Thereafter, Chairman informed about the appointment of Scrutinizer CS Nilesh Shah, partner of Nilesh Shah & Associate, Practising Company Secretary as the Scrutinizer for e-voting under Section 108 of the Companies Act, 2013 and also for the Poll process at the AGM. The following items of business as per the Notice of the AGM were transacted at the meeting:

  


**Spaisa Capital Limited**

**Corporate Identity Number: L67190MH2007PLC289249**

Regd. Office: IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, MIDC, Thane Industrial Area, Wagle Estate, Thane – 400604

E-mail: support@Spaisa.com • Website: www.Spaisa.com

| Item No | Item Description  | Resolution Type     | Result                         |
|---------|---|---------------------|--------------------------------|
| 1.      | To consider and adopt:<br>(i) the audited standalone financial statement(s) of the Company for the financial year ended on March 31, 2019, together with the reports of the Board of Directors and Auditors thereon; and<br><br>(ii) the audited consolidated financial statement of the Company for the financial year ended March 31, 2019, together with the Auditors reports thereon. | Ordinary Resolution | Passed with Requisite Majority |
| 2.      | Re-appointment of Mr. Santosh Jayaram (DIN: 07955607) as Director who retires by rotation   | Ordinary Resolution | Passed with Requisite Majority |
| 3.      | Appointment of Mr. Sarbeswar Lenka (DIN: 07306325) as a Director  | Ordinary Resolution | Passed with Requisite Majority |
| 4.      | To approve increase in Authorised Share Capital and Alteration of Memorandum of Association of the Company.   | Ordinary Resolution | Passed with Requisite Majority |
| 5.      | Approve for offer or invitation to subscribe to Non-Convertible Debentures on private placement basis.  | Special Resolution  | Passed with Requisite Majority |
| 6.      | Approval for material related party transactions with IIFL Securities Limited.  | Ordinary Resolution | Passed with Requisite Majority |
| 7.      | Approval for material related party transactions with IIFL Facilities Services Limited.   | Ordinary Resolution | Passed with Requisite Majority |
| 8.      | Approval for material related party transactions with IIFL Holdings Limited.  | Ordinary Resolution | Passed with Requisite Majority |
| 9.      | Approval for material related party transactions with India Infoline Finance Limited.   | Ordinary Resolution | Passed with Requisite Majority |
| 10.     | To approve material related party transactions with IIFL Management Services Limited  | Ordinary Resolution | Passed with Requisite Majority |
| 11.     | To approve material related party transactions with IIFL Home Finance Limited   | Ordinary Resolution | Passed with Requisite Majority |



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On completion of the discussions on all the items, the Chairman requested the members present and those who had not voted earlier to cast their votes, through Poll through electronic means, the facility arranged by Linkintime India Private Limited and requested the Company Secretary & the Scrutinizer to co-ordinate for an orderly conduct of the voting process and handed over the proceedings to them to complete the voting formalities.

The Chairman announced that the voting results for the aforesaid resolutions would be declared within 48 hours of the conclusion of AGM on receipt of the Scrutinizer's report and the Results/ Scrutinizer's report will be placed on the Company website and also be forwarded to the Stock Exchange's in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Chairman thanked the Members for attending and participating in the Meeting and there being no other business, declared the proceedings to be closed.

For 5paise Capital Limited

**Roshan Dave**  
**Company Secretary**  
Email ID: [csteam@5paise.com](mailto:csteam@5paise.com)  
Encl: as above



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